

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
September 11, 2001**

CASE NO: TM-99-381

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Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,

A handwritten signature in cursive script that reads "Dale Hardy Roberts".

**Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge**

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION**

At a session of the Public Service
Commission held at its office in
Jefferson City on the 11th day
of September, 2001.

In the Matter of the Application of Primus Telecommunications,)
Inc., and TresCom USA, Inc., for Approval of a *Pro Forma*) **Case No. TM-99-381**
Internal Reorganization.)

**ORDER CANCELING TARIFF, CANCELING
CERTIFICATE OF SERVICE AUTHORITY,
AND CLOSING CASE**

This order cancels the tariff and certificate of service authority of TresCom USA, Inc., and closes this case.

On September 5, 2001, Applicants Primus Telecommunications, Inc., and TresCom USA, Inc., filed a notification which the Commission has awaited for two years.

On March 4, 1999, the Applicants filed their joint application seeking authority for TresCom to merge into Primus. The applicants are both competitive telecommunications carriers and foreign corporations. They are affiliates and are both owned by Primus Telecommunications Group, Inc., a publicly traded holding company. Applicant Primus, a Delaware corporation, provides international, interstate and intrastate long distance voice, data and value-added services. Primus provides resold intrastate interexchange telecommunications services in 48 states, including Missouri, under authority granted by this Commission on September 13, 1995, in Case No. TA-96-20. TresCom, a Florida corporation, provides resold intrastate interexchange services in 48 states, including Missouri, under authority granted by this Commission on December 1, 1996, in Case No. TA-97-150.

TresCom is also authorized by the United States Federal Communications Commission (FCC) to provide domestic interstate and international services as a non-dominant carrier throughout the United States. The parties sought authority to merge TresCom into Primus. Primus, as the surviving entity, would continue to provide services to TresCom's Missouri customers under the same prices, terms and conditions as TresCom. The parties argued that the merger was in the public interest as it would permit Primus to provide the same services at less cost. The Staff of the Missouri Public Service Commission supported the joint application and the Commission granted the requested authority on May 11, 1999.

In the order of May 11, 1999, the Commission directed Primus to file any necessary and appropriate tariff revisions to add the services and rates of TresCom to its tariffs no later than June 10, 1999. Also in the order of May 11, 1999, the Commission directed that "the certificate of service authority and tariffs of TresCom USA, Inc., shall be canceled on July 10, 1999." However, Primus did not file tariff revisions on or before June 10, 1999, as ordered. Instead, on June 24, 1999, Primus informed the Commission by letter that the merger was not moving as quickly as originally contemplated. Primus requested that the certificate and tariffs of TresCom "remain applicable to former TresCom customers until the transaction is completed and a Primus tariff is filed with the Commission as a replacement." Accordingly, the Commission on July 8, 1999, extended the life of TresCom's certificate and tariffs for 90 days after July 10, 1999, in order to avoid any inconvenience to TresCom's customers. The Commission directed Primus to file any necessary and appropriate tariff revisions by September 8, 1999, and canceled the tariffs and certificate of TresCom as of October 8, 1999.

However, Primus again failed to file tariff revisions as ordered. Therefore, on September 17, 1999, the Commission directed Primus to file its status report on or before September 24, 1999, advising the Commission as to its compliance with the Order of July 8, 1999, and including an explanation for its noncompliance. On September 27, 1999, Primus filed its revised tariff, with an effective date of October 27, 1999. Primus did not offer any explanation for its failure to comply with the Commission's Order of July 8, 1999. Primus also explained that the merger with TresCom was still not yet consummated, but that consummation was "imminent."

On October 5, 1999, the Commission issued its Second Supplemental Order Regarding Merger. That Order provided that TresCom's certificate and tariff would be canceled as of October 27, 1999, and further directed TresCom and Primus to advise the Commission of the status of the merger on October 22, 1999. On that date, Primus advised the Commission that the merger was not yet consummated, due to a delay in obtaining approval from appropriate regulatory agencies. In the meantime, Primus filed its proposed revised tariff on September 27, 1999. That tariff added TresCom's offerings and rates to Primus' tariff so that the merger, when completed, would be seamless for TresCom's Missouri customers; the Commission approved the tariff on October 26, 1999. That order left TresCom's certificate and tariff in effect indefinitely and directed Primus to notify the Commission upon completion of the merger so that TresCom's certificate and tariff could then be canceled.

Thereafter, on May 1, 2000, having heard nothing further from the Applicants, the Commission directed them to file a status report by May 30. A similar status report was ordered on December 7, 2000, for filing by December 31. The Applicants responded to

each of the orders, advising the Commission that the merger of TresCom into Primus was not yet complete. On July 9, 2001, the Commission again sought a status report, for filing by August 1. When no response was received, the Commission on August 22 ordered its Staff to investigate the matter, filing a report by October 1. This order prompted a response from Primus, which was filed on September 5. Therein, Primus advises the Commission that the merger is finally complete and requests that the Commission cancel TresCom's tariff and certificate and relieve the Staff of its obligation to investigate and report by October 1.


The Commission will grant Primus' request and finally dispose of this case. However, the Commission will admonish Primus for its dilatory conduct and will state that it expects prompt compliance with its orders in the future. To the extent that the delay was due to factors outside of Primus' control, the Applicant should have taken care to inform the Commission in a timely manner of the status of this matter.

IT IS THEREFORE ORDERED:

1. That the certificate of service authority and tariffs of TresCom USA, Inc., shall be canceled on the effective date of this order.
2. That the Staff of the Missouri Public Service Commission need not investigate and report concerning the Applicants as directed by the Commission on August 22, 2001.
3. That this Order shall become effective on September 21, 2001.

4. That this case may be closed on September 22, 2001.

BY THE COMMISSION

A handwritten signature in black ink that reads "Dale Hardy Roberts". The signature is written in a cursive, slightly slanted style.

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Simmons, Ch., Murray, Lumpe,
and Gaw, CC., concur.

Thompson, Deputy Chief Regulatory Law Judge

ALJ/Secretary: Thompson 2/18/02

9-7

Date Circulated

CASE NO. TM-99-381

KS
Simmons, Chair

[Signature]
Murray, Commissioner

[Signature]
Lumpe, Commissioner

[Signature]
Gaw, Commissioner

[Signature]
Commissioner

OK

9-11
Agenda Date

Action taken: 4-0 AA

Must Vote Not Later Than _____

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this 11th day of Sept. 2001.

Dale Hardy Roberts

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge